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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd Day Air

December 6, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Termination of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Termination of Lease dated November 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement and Lease Supplement No. 1 both dated September 22, 1999, which was duly filed with the Surface Transportation Board on October 19, 2010 at 4:05 p.m. with Recordation Number 22918.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Rd., Suite 5000
Rosemont, IL 60018

Lessee: RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256

The enclosed document is for two (2) locomotives having MNA marks (see Exhibit A for locomotive numbers) which has been terminated in all respects and is no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum Termination of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(RTEX010)

MAY 2 20 PM

MEMORANDUM OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE (the "Memorandum") is made and entered into as of November 30, 2011 by and between Wells Fargo Equipment Finance, Inc., as successor in interest to First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and RailAmerica, Inc. (as successor by merger to RailTex, Inc.), a Delaware corporation (the "Lessee").

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into that certain Locomotive Master Lease Agreement dated as of September 22, 1999 (the "Lease Agreement") as supplemented by that Supplement No. 1 dated as of September 22, 1999 (the "Lease Supplement"; the Lease Agreement as supplemented by the Lease Supplement, being referred to herein as the "Lease") between the Lessor and the Lessee, and placing under lease the Locomotives bearing the road numbers as set forth on Schedule 1 attached hereto (the "Locomotives"), and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 22, 1999 evidencing the above described lease of such Locomotives, which was recorded with the Surface Transportation Board on May 2, 2000 at 3:12 p.m. under Recordation Number 22918, pursuant to the provisions of 49 U.S.C. Section 11301(a).

IN WITNESS WHEREOF, the parties wish to show for the public record the termination of the aforesaid Lease of the Locomotives bearing the road numbers as set forth on Schedule 1 hereto, all replacements and substitutions therefore and all proceeds thereof and accordingly have caused this Memorandum of Termination of Lease to be executed by their officers thereunto duly authorized, as of the date first above written.

The Lessor hereby acknowledges that all obligations of the Lessee under the Lease have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]

Name: William H. Grier

Title: SVP

STATE OF North Carolina)
COUNTY OF Mecklenburg) ss:

I, Carol R. Lee, a Notary Public of the State and County
aforesaid, certify that William H. Grier personally appeared before me this
day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 23rd day of NOVEMBER, 2011.

Carol R. Lee
Notary Public

My Commission Expires:

8-8-2013

LESSEE:

RAILAMERICA, INC.

By: _____

Name: _____

Title: _____

[Signature]

Scott Linn

V. President

STATE OF Florida)
COUNTY OF Duval) ss:

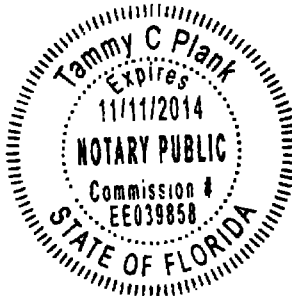
I, Tammy C Plank, a Notary Public for the State and County
aforesaid, certify that Scott Linn personally appeared before me
this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 30th day of November, 2011.

Tammy C Plank
Notary Public

My Commission Expires:

11 / 11 / 2014



**SCHEDULE 1
TO
MEMORANDUM OF TERMINATION OF LEASE,
LEASE SUPPLEMENT AND SECURITY INTEREST**

NUMBER OF LOCOMOTIVES:	Two (2)
DESCRIPTION OF LOCOMOTIVES:	SD40-2 3000, Rated Horsepower 3000
ROAD NUMBERS:	MNA 4080 and MNA 4081